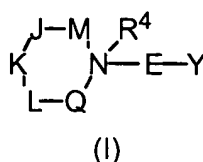


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

1. (CURRENTLY AMENDED) A compound of formula I:



or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

M is absent or selected from CH₂, CHR⁵, CHR¹³, CR¹³R¹³, and CR⁵R¹³;

Q is selected from CH₂, CHR⁵, CHR¹³, CR¹³R¹³, and CR⁵R¹³;

J, K, and L are independently selected from CH₂, CHR⁵, CHR⁶,
 CR⁶R⁶ and CR⁵R⁶;

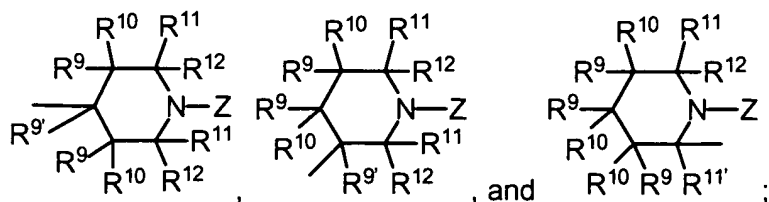
with the provisos:

1) at least one of M, J, K, L, or Q contains an R⁵; and

2) when M is absent, J is selected from CH₂, CHR⁵, CHR¹³,
 and CR⁵R¹³;

E is -(CR⁷R⁸)-(CR⁹R¹⁰)_v;

Y is selected from:



Z is selected from $C(O)R^3$, $S(O)_2R^3$, $C(O)OR^3$, $C(O)NR^2R^3$,
 $C(=NR^1)NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, $C(=C(CN)_2)NR^2R^3$, and
 $(CR'R')_t$ -phenyl substituted with 0-5 R^{15} ;

R' , at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$
cycloalkyl, and $(CH_2)_r$ phenyl substituted with R^{15e} ;

R^1 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(CH_2)_w$ phenyl;

R^2 is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and a
 $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{2a} ;

R^{2a} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$
cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2 , CN, $(CH_2)_rNR^{2b}R^{2b}$, $(CH_2)_rOH$, $(CH_2)_rOR^{2c}$,
 $(CH_2)_rSH$, $(CH_2)_rSR^{2c}$, $(CH_2)_rC(O)R^{2b}$, $(CH_2)_rC(O)NR^{2b}R^{2b}$, $(CH_2)_rNR^{2b}C(O)R^{2b}$,
 $(CH_2)_rC(O)OR^{2b}$, $(CH_2)_rOC(O)R^{2c}$, $(CH_2)_rCH(=NR^{2b})NR^{2b}R^{2b}$,
 $(CH_2)_rNHC(=NR^{2b})NR^{2b}R^{2b}$, $(CH_2)_rS(O)_pR^{2c}$, $(CH_2)_rS(O)_2NR^{2b}R^{2b}$,
 $(CH_2)_rNR^{2b}S(O)_2R^{2c}$, and $(CH_2)_r$ phenyl;

R^{2b} , at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{2c} , at each occurrence, is selected from C_{1-5} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^3 is selected from a $CR^{3'}R^{3''}R^3$, $(CR^{3'}R^{3''})_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{15}
and a $(CR^{3'}R^{3''})_r5-10$ membered heterocyclic system containing 1-4 heteroatoms selected
from N, O, and S, substituted with 0-3 R^{15} ;

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H, C_{1-6}
alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^4 is absent;

R^5 is selected from a $(CR^{5'}R^{5''})_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{16} and a
 $(CR^{5'}R^{5''})_r5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from
N, O, and S, substituted with 0-3 R^{16} ;

R^{5'} and R^{5''}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

R⁶, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CF₂)_rCF₃, CN, (CH₂)_rNR^{6a}R^{6a'}, (CH₂)_rOH, (CH₂)_rOR^{6b}, (CH₂)_rSH, (CH₂)_rSR^{6b}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{6b}, (CH₂)_rC(O)NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}C(O)R^{6a}, (CH₂)_rC(O)OR^{6b}, (CH₂)_rOC(O)R^{6b}, (CH₂)_rS(O)_pR^{6b}, (CH₂)_rS(O)₂NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}S(O)₂R^{6b}, and (CH₂)_tphenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, and (CH₂)_rNR^{6d}R^{6d};

R^{6d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁷ is selected from H, C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_qOH, (CH₂)_qSH, (CH₂)_qOR^{7d}, (CH₂)_qSR^{7d}, (CH₂)_qNR^{7a}R^{7a'}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7a}R^{7a'}, (CH₂)_qNR^{7a}C(O)R^{7a}, (CH₂)_rC(O)OR^{7b}, (CH₂)_qOC(O)R^{7b}, (CH₂)_qS(O)_pR^{7b}, (CH₂)_qS(O)₂NR^{7a}R^{7a'}, (CH₂)_qNR^{7a}S(O)₂R^{7b}, C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7c}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c};

R^{7a} and R^{7a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7f}R^{7f}, (CH₂)_rNR^{7f}C(O)R^{7a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{7b}, (CH₂)_rC(=NR^{7f})NR^{7f}R^{7f}, (CH₂)_rS(O)_pR^{7b}, (CH₂)_rNHC(=NR^{7f})NR^{7f}R^{7f}, (CH₂)_rS(O)₂NR^{7f}R^{7f}, (CH₂)_rNR^{7f}S(O)₂R^{7b}, and (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-3 R^{7e}, alkenyl, alkynyl, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7c};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_tphenyl substituted with 0-3 R^{8a};

R^{8a}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

alternatively, R⁷ and R⁸ join to form C₃₋₇ cycloalkyl, or =NR^{8b};

R^{8b} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, OH, CN, and (CH₂)_rphenyl;

R⁹, R^{9'}, R¹⁰, R¹¹, R^{11'}, and R¹² ~~and R¹³~~ are H;

R¹³, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, (CF₂)_wCF₃, (CH₂)_qNR^{13a}R^{13a'}, (CH₂)_qOH, (CH₂)_qOR^{13b}, (CH₂)_qSH, (CH₂)_qSR^{13b},

$(\text{CH}_2)_w\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_w\text{C}(\text{O})\text{R}^{13b}$, $(\text{CH}_2)_w\text{C}(\text{O})\text{NR}^{13a}\text{R}^{13a'}$, $(\text{CH}_2)_q\text{NR}^{13d}\text{C}(\text{O})\text{R}^{13a}$,
 $(\text{CH}_2)_w\text{C}(\text{O})\text{OR}^{13b}$, $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{13b}$, $(\text{CH}_2)_w\text{S}(\text{O})_p\text{R}^{13b}$, $(\text{CH}_2)_w\text{S}(\text{O})_2\text{NR}^{13a}\text{R}^{13a'}$,
 $(\text{CH}_2)_q\text{NR}^{13d}\text{S}(\text{O})_2\text{R}^{13b}$, and $(\text{CH}_2)_w$ -phenyl substituted with 0-3 R^{13c} ;

R^{13a} and $\text{R}^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, and $(\text{CH}_2)_r\text{NR}^{13d}\text{R}^{13d}$;

R^{13d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{15} , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(\text{CHR}')_r\text{NR}^{15a}\text{R}^{15a'}$, $(\text{CHR}')_r\text{OH}$, $(\text{CHR}')_r\text{O}(\text{CHR}')_r\text{R}^{15d}$, $(\text{CHR}')_r\text{SH}$, $(\text{CHR}')_r\text{C}(\text{O})\text{H}$, $(\text{CHR}')_r\text{S}(\text{CHR}')_r\text{R}^{15d}$, $(\text{CHR}')_r\text{C}(\text{O})\text{OH}$, $(\text{CHR}')_r\text{C}(\text{O})(\text{CHR}')_r\text{R}^{15b}$, $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{15a}\text{R}^{15a'}$, $(\text{CHR}')_r\text{NR}^{15f}\text{C}(\text{O})(\text{CHR}')_r\text{R}^{15b}$, $(\text{CHR}')_r\text{C}(\text{O})\text{O}(\text{CHR}')_r\text{R}^{15d}$, $(\text{CHR}')_r\text{OC}(\text{O})(\text{CHR}')_r\text{R}^{15b}$, $(\text{CHR}')_r\text{C}(=\text{NR}^{15f})\text{NR}^{15a}\text{R}^{15a'}$, $(\text{CHR}')_r\text{NHC}(=\text{NR}^{15f})\text{NR}^{15f}\text{R}^{15f}$, $(\text{CHR}')_r\text{S}(\text{O})_p(\text{CHR}')_r\text{R}^{15b}$, $(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{15a}\text{R}^{15a'}$, $(\text{CHR}')_r\text{NR}^{15f}\text{S}(\text{O})_2(\text{CHR}')_r\text{R}^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' , C_{2-8} alkynyl substituted with 0-3 R' , $(\text{CHR}')_r$ -phenyl substituted with 0-3 R^{15e} , and a $(\text{CH}_2)_{r-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ;

R^{15a} and $\text{R}^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(\text{CH}_2)_{r-3-10}$ carbocyclic residue substituted with 0-5 R^{15e} , and a $(\text{CH}_2)_{r-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ;

R^{15b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(\text{CH}_2)_{r-3-6}$ carbocyclic residue substituted with 0-3 R^{15e} , and $(\text{CH}_2)_{r-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ;

R^{15d}, at each occurrence, is selected from C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{15e}, a (CH₂)_rC₃₋₁₀ carbocyclic residue substituted with 0-3 R^{15e}, and a (CH₂)_r5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{15f}R^{15f}, and (CH₂)_rphenyl;

R^{15f}, at each occurrence, is selected from H, C₁₋₅ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{16a}R^{16a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{16d}, (CHR')_rSH, (CHR')_rC(O)H, (CHR')_rS(CHR')_rR^{16d}, (CHR')_rC(O)OH, (CHR')_rC(O)(CHR')_rR^{16b}, (CHR')_rC(O)NR^{16a}R^{16a'}, (CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}, (CHR')_rC(O)O(CHR')_rR^{16d}, (CHR')_rOC(O)(CHR')_rR^{16b}, (CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}, (CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}, (CHR')_rS(O)_p(CHR')_rR^{16b}, (CHR')_rS(O)₂NR^{16a}R^{16a'}, (CHR')_rNR^{16f}S(O)₂(CHR')_rR^{16b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CHR')_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₁₀ carbocyclic residue substituted with 0-5 R^{16e}, and a (CH₂)_r5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{16e}, a (CH₂)_rC₃₋₁₀ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{16f}R^{16f}, and (CH₂)_rphenyl;

R^{16f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

v is selected from 0, 1, and 2;

t is selected from 1 and 2;

w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5; and

p is selected from 1, 2, and 3.

2. (PREVIOUSLY PRESENTED) The compound according to Claim 1, wherein:

R² is selected from H and C₁₋₄ alkyl;

R⁶, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CF₂)_rCF₃, CN, (CH₂)_rOH, (CH₂)_rOR^{6b}, (CH₂)_rC(O)R^{6b}, (CH₂)_rC(O)NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}C(O)R^{6a}, and (CH₂)_tphenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, and (CH₂)_rNR^{6d}R^{6d};

R^{6d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁷, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{7d}, (CH₂)_qNR^{7a}R^{7a'}, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7a}R^{7a'}, (CH₂)_qNR^{7a}C(O)R^{7a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{7c};

R^{7a} and R^{7a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7f}R^{7f}, (CH₂)_rNR^{7f}C(O)R^{7a}, (CH₂)_rS(O)_pR^{7b}, (CH₂)_rS(O)₂NR^{7f}R^{7f}, (CH₂)_rNR^{7f}S(O)₂R^{7b}, and (CH₂)_rphenyl substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is H or joins with R⁷ to form =NR^{8b};

R¹³, at each occurrence, is selected from C₁₋₄ alkyl, C₃₋₆ cycloalkyl, (CH₂)NR^{13a}R^{13a'}, (CH₂)OH, (CH₂)OR^{13b}, (CH₂)_wC(O)R^{13b}, (CH₂)_wC(O)NR^{13a}R^{13a'}, (CH₂)NR^{13d}C(O)R^{13a}, (CH₂)_wS(O)₂NR^{13a}R^{13a'}, (CH₂)NR^{13d}S(O)₂R^{13b}, and (CH₂)_wphenyl substituted with 0-3 R^{13c};

R^{13a} and R^{13a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, and (CH₂)_rNR^{13d}R^{13d};

R^{13d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

v is selected from 1 and 2;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3.

3. (ORIGINAL) The compound according to Claim 2, wherein:

R³ is selected from a (CR^{3'H})_r-carbocyclic residue substituted with 0-5 R¹⁵, wherein the carbocyclic residue is selected from phenyl, C₃₋₆ cycloalkyl, naphthyl, and adamantyl; and a (CR^{3'H})_r-heterocyclic system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R⁵ is selected from (CR^{5'H})_t-phenyl substituted with 0-5 R¹⁶; and a (CR^{5'H})_t-heterocyclic system substituted with 0-3 R¹⁶, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

4. (CANCELED)

5. (PREVIOUSLY PRESENTED) The compound according to Claim 3, wherein the

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{16a}R^{16a'}, NO₂, CN, OH, (CH₂)_rOR^{16d}, (CH₂)_rC(O)R^{16b}, (CH₂)_rC(O)NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}C(O)R^{16b}, (CH₂)_rS(O)_pR^{16b}, (CH₂)_rS(O)₂NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}S(O)₂R^{16b}, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

6. (ORIGINAL) The compound according to Claim 5, wherein R⁵ is CH₂-phenyl substituted with 0-3 R¹⁶.

7. (ORIGINAL) The compound according to Claim 6, wherein:

R³ is selected from a carbocyclic residue substituted with 0-3 R¹⁵, wherein the carbocyclic residue is selected from phenyl and C₃₋₆ cycloalkyl; and a heterocyclic system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

8. (ORIGINAL) The compound according to Claim 7, wherein:

R¹⁵, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{15a}R^{15a'}, NO₂, CN, OH, (CH₂)_rOR^{15d}, (CH₂)_rC(O)R^{15b}, (CH₂)_rC(O)NR^{15a}R^{15a'},

$(\text{CH}_2)_r\text{NR}^{15f}\text{C}(\text{O})\text{R}^{15b}$, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{15b}$, $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{15a}\text{R}^{15a'}$,
 $(\text{CH}_2)_r\text{NR}^{15f}\text{S}(\text{O})_2\text{R}^{15b}$, $(\text{CH}_2)_r$ phenyl substituted with 0-3 R^{15e} , and a $(\text{CH}_2)_{r-5-6}$
membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S,
substituted with 0-2 R^{15e} ;

R^{15a} and $\text{R}^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and
 $(\text{CH}_2)_r$ phenyl substituted with 0-3 R^{15e} ;

R^{15b} , at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(\text{CH}_2)_r$ phenyl
substituted with 0-3 R^{15e} ;

R^{15d} , at each occurrence, is selected from C_{1-6} alkyl and phenyl;

R^{15e} , at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, OH, and
 $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl; and

R^{15f} , at each occurrence, is selected from H, and C_{1-5} alkyl.

9. (ORIGINAL) The compound according to Claim 8, wherein E is
 $-\text{CR}^7\text{R}^8-$.

10. (ORIGINAL) The compound according to Claim 9, wherein:
Z is selected from $\text{C}(\text{O})\text{NR}^2\text{R}^3$, $\text{C}(=\text{NR}^1)\text{NR}^2\text{R}^3$, $\text{C}(=\text{CHCN})\text{NR}^2\text{R}^3$, $\text{C}(=\text{CHNO}_2)\text{NR}^2\text{R}^3$, and
 $\text{C}(=\text{C}(\text{CN})_2)\text{NR}^2\text{R}^3$.

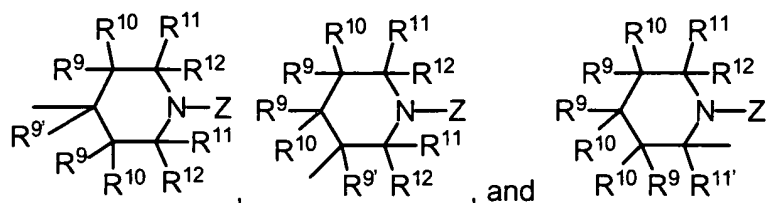
11. (ORIGINAL) The compound according to Claim 10, wherein:
 R^6 is H; and
when K is CHR^5 , either:

- 1) M is absent, or
- 2) Z is other than $\text{C}(\text{O})\text{NR}^2\text{R}^3$.

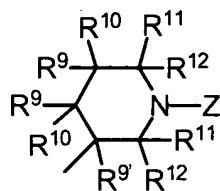
12. (ORIGINAL) The compound according to Claim 11, wherein E is
 $-\text{CH}_2-$.

13. (PREVIOUSLY PRESENTED) The compound according to Claim 11, wherein:

Y is selected from:



14. (PREVIOUSLY PRESENTED) The compound according to Claim 13, wherein:
 Y is selected from:



15. (ORIGINAL) The compound according to Claim 11, wherein:
 R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F,
 (CH₂)_rNR^{16a}R^{16a'}, CN, OH, OCF₃, (CH₂)_rOR^{16d}, (CH₂)_rC(O)R^{16b};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl
 substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl.

16. (ORIGINAL) The compound according to Claim 15, wherein R¹⁶ is selected from F, Cl,
 Br, OCF₃, and CF₃.

17. (ORIGINAL) The compound according to Claim 11, wherein:

R¹⁵, at each occurrence, is selected from CN, C(O)R^{15b}, and a (CH₂)_r-5-6 membered heterocyclic
 system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e}; and

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl.

18. (ORIGINAL) The compound according to Claim 15, wherein:

R¹⁵, at each occurrence, is selected from CN, C(O)R^{15b}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e}; and

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl.

19. (ORIGINAL) The compound according to Claim 11, wherein:

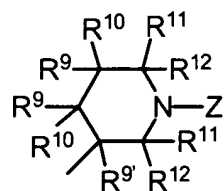
J and Q are CH₂; and

M is absent or CH₂.

20. (PREVIOUSLY PRESENTED) The compound according to Claim 15, wherein:

E is -CH₂-; and

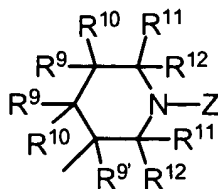
Y is



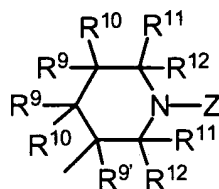
21. (PREVIOUSLY PRESENTED) The compound according to Claim 17, wherein:

E is -CH₂-; and

Y is



22. (PREVIOUSLY PRESENTED) The compound according to Claim 19, wherein:
 Y is:



23. (CANCELED)
24. (ORIGINAL) The compound according to Claim 22, wherein K is CH₂.
25. (CANCELED)
26. (ORIGINAL) The compound according to Claim 1, wherein:
 Z is selected from C(=NR¹)NR²R³ and C(=C(CN)₂)NR²R³.
27. (ORIGINAL) The compound according to Claim 2, wherein:
 Z is selected from C(=NR¹)NR²R³ and C(=C(CN)₂)NR²R³.
28. (PREVIOUSLY PRESENTED) The compound according to Claim 5, wherein:
 Z is selected from C(=NR¹)NR²R³ and C(=C(CN)₂)NR²R³.
29. (ORIGINAL) The compound according to Claim 7, wherein:
 Z is selected from C(=NR¹)NR²R³ and C(=C(CN)₂)NR²R³.
30. (ORIGINAL) The compound according to Claim 13, wherein:
 Z is selected from C(=NR¹)NR²R³ and C(=C(CN)₂)NR²R³.
31. (ORIGINAL) The compound according to Claim 22, wherein:

Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

32. (CANCELED)

33. (ORIGINAL) The compound according to Claim 24, wherein:
Z is selected from $C(=NCN)NHR^3$ and $C(=C(CN)_2)NHR^3$; and R^{16} is selected from F, Cl, Br, OCF_3 , and CF_3 .

34. (CANCELED)

35. (ORIGINAL) The compound according to Claim 14, wherein:
Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

36. (ORIGINAL) The compound according to Claim 11, wherein R^3 is phenyl substituted with 0-3 R^{15} .

37. (ORIGINAL) The compound according to Claim 14, wherein R^3 is phenyl substituted with 0-3 R^{15} .

38. (ORIGINAL) The compound according to Claim 17, wherein R^3 is phenyl substituted with 0-3 R^{15} .

39. (ORIGINAL) The compound according to Claim 14, wherein:
 R^3 is phenyl substituted with 0-3 R^{15} ;
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$;
J and Q are CH_2 ; and
M is absent or CH_2 .

40. (PREVIOUSLY PRESENTED) The compound according to Claim 1, wherein the compound of formula I is selected from:

(+/-)-N-phenyl-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantyl)-3-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

N-phenyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,

N-(3-cyanophenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,

N-(1-adamantyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,

N-(3-methoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

N-(3-carboethoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

1-benzoyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl] piperidine,

1-phenylacetyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl] piperidine,

1-(3,4-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(3,5-dichlorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(3,5-difluorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(3,5-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(3,4-methylenedioxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,

1-(2-thiophenesulfonyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]-piperidinecarboxamide,

1-(3-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(4-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-1-phenylsulfonyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-piperidinecarboxamide,

(+/-)-1-benzoyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] ethyl]-1-piperidinecarboxamide,

(+/-)-1-benzyloxycarbonyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

{ (+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidiny]methyl]-3-phenylmethyl-1-piperidine-carboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidiny] methyl]-3-phenylmethyl-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidiny]methyl]-3-phenylmethyl-1-piperidine-carboxamide,

(+/-)-(cis)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidiny]methyl]-2-phenylmethyl-1-piperidine-carboxamide,

(+/-)-(cis)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidiny]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(cis)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidiny]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(cis)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidiny]methyl]-2-phenylmethyl-1-piperidine carboxamide,

(+/-)-(cis)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidiny]methyl]-2-phenylmethyl-1-piperidine-carboxamide,

(+/-)-(cis)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidiny]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidiny]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidiny]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine carboxamide,

(+/-)-(trans)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

(+/-)-(trans)-N-(3-acetylphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,

3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-N-phenyl-1-piperidinecarboxamide,

N-(3-cyanophenyl)-3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-1-piperidinecarboxamide,

N-(3-acetylphenyl)-3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-1-piperidinecarboxamide,

3-[[[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl]- N-phenyl-1-piperidinecarboxamide,

N-(3-cyanophenyl)-3-[[[(3S)-3-(4-fluorobenzyl)piperidinyl] methyl]-1-piperidinecarboxamide, and

N-(3-acetylphenyl)-3-[[[(3S)-3-(4-fluorobenzyl)piperidinyl] methyl]-1-piperidinecarboxamide.

41. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1.

42. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 11.

43. - 47. (CANCELED)

48. (PREVIOUSLY PRESENTED) A method of treating disorders comprising administering to a patient in need thereof a therapeutically effect amount of a compound according to claim 1, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

49. (ORIGINAL) The method according to Claim 48, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

50. (ORIGINAL) The method according to Claim 49, wherein the disorder is asthma.

51. (PREVIOUSLY PRESENTED) A method of treating disorders comprising administering to a patient in need thereof a therapeutically effect amount of a compound according to claim 11, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

52. (PREVIOUSLY PRESENTED) The method according to Claim 51, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

53. (PREVIOUSLY PRESENTED) The method according to Claim 52, wherein the disorder is asthma.